



## Speak Up Policy

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Bellamy's Australia Limited

ACN 124 272 108

## 1 Purpose of this Policy

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Bellamy's Australia Limited (ACN 124 272 208) (**Bellamy's**) is committed to conducting business honestly, with integrity, and in accordance with its values and standards of expected behaviour. Bellamy's expects all employees to maintain high standards in accordance with the Code of Conduct and all applicable policies.

The Board has approved this Policy to:

- encourage people to Speak Up if they become aware of Potential Misconduct;
- explain how to Speak Up and what protections a discloser will receive;
- outline the processes at Bellamy's for responding to Speak Up disclosures; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.

A failure to Speak Up exposes Bellamy's to additional risks and will undermine our culture and values.

The Board will not tolerate anyone being discouraged from Speaking Up or being subject to detriment because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have caused detriment to a person because they want to, or have, Spoken Up.

## 2 What Speaking Up is

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**Speaking Up** means telling an appropriate person in a position of influence (examples of these people, called **Recipients**, are provided in section 4 below) if you have reasonable grounds to suspect that Potential Misconduct has occurred or is occurring in relation to Bellamy's.

**Potential Misconduct** means any suspected or actual misconduct or improper state of affairs or circumstances in relation to Bellamy's. It also means (but is not limited to) a breach of law or information that indicates a danger to the public or to the financial system. You should Speak Up even if you are unsure if something is Potential Misconduct.

Examples of Potential Misconduct include but are not limited to:

- breach of laws or regulations;
- breach of the Bellamy's Code of Conduct or other Bellamy's policies, standards or codes (including its Anti-bribery and Corruption Policy, Securities Trading Policy, Continuous Disclosure Policy and Privacy Policy);
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety or causing damage to the environment;
- dishonest, unethical or irresponsible behaviour;
- conflicts of interest;
- anti-competitive behaviour;
- victimisation or harassment;

- financial fraud or mismanagement;
- insider trading;
- breach of trade sanctions or other trade controls;
- unauthorised use of Bellamy's confidential information;
- conduct likely to damage the financial position or reputation of Bellamy's; and
- deliberate concealment of any of the above.

When Speaking Up, you will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be penalised even if the information turns out to be incorrect. However, you obviously must not make a report that you know is not true or is misleading. Where it is found that a discloser has knowingly made a false report, this may be a breach of Bellamy's Code of Conduct and will be considered a serious matter that may result in disciplinary action.

### 3 Who can Speak Up

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Anyone with information about Potential Misconduct is encouraged to Speak Up.

This Policy applies to:

- Bellamy's and all subsidiary and affiliate entities over which it exercises control;
- all of Bellamy's current and past employees, officers, contractors, suppliers (including employees of suppliers), and associates,

as well as these people's relatives and dependents (including their spouse's dependents).

Bellamy's encourages all personnel to Speak Up about Potential Misconduct. People must not discourage any individual from Speaking Up and to do so will itself breach this Policy. If any person is told not to raise or pursue a concern, even by their Manager or a person in authority, they are encouraged to make a further disclosure to a different Recipient.

### 4 Who you can tell

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Bellamy's encourages you to Speak Up to one of the following **Recipients**:

Recipient Name	Contact Details
Melinda Harrison (General Counsel, Company Secretary and Regulatory Affairs)	<a href="mailto:melinda.harrison@bellamysorganic.com.au">melinda.harrison@bellamysorganic.com.au</a> +61 400 112 523
Shona Ollington (Director of Finance and People)	<a href="mailto:shona.ollington@bellamysorganic.com.au">shona.ollington@bellamysorganic.com.au</a> +61 363 329 223 +61 439 995 225

The role of Recipients is to ensure that the information is heard by Bellamy's and proper follow-up occurs, as well as to ensure you feel supported and protected. Recipients will refer disclosures to the General Counsel or their delegate as soon as possible to oversee

Bellamy's response. Recipients will generally not be involved in the Company's response or formal investigation processes. Further persons who are eligible to receive disclosures are described in Attachment 1 to this Policy.

The response and investigation process is set out at sections 7 and 8 below.

## 5 What information you should provide

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You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and any more evidence that may exist.

All Speak Up disclosures will be recorded in the confidential Speak Up Register.

The Recipient (or other person receiving your disclosure) will seek your consent before recording your name on the Speak Up Register. You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing within Bellamy's of your identity. This will assist Bellamy's to protect and support you in relation to your disclosure and facilitate Bellamy's in investigating, reporting and taking action arising as a result of your disclosure.

The Speak Up Register is confidential and can only be accessed by Recipients and the General Counsel, who will use that information to determine the appropriate response to disclosures made and to inform any investigation commenced.

## 6 Making an anonymous disclosure

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**You can make an anonymous disclosure if you do not want to reveal your identity.**

While you are encouraged to provide your name because it will make it easier for Bellamy's to address your disclosure (for example, the context in which you may have observed the Potential Misconduct is likely to be useful information) you are not required to do so.

If you do not provide your name, Bellamy's will assess your disclosure in the same way as if you had revealed your identity, and any investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if Bellamy's does not know your identity. You will still be entitled to protections under the law.

Details about how your identity will be protected if you do provide your name are described in section 9.1 below.

## 7 How Bellamy's will respond

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Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Bellamy's will apply the protections described at section 9 below when responding to or investigating disclosures.

While Speaking Up does not guarantee that the disclosure will be formally investigated, all reports will be assessed and considered by Bellamy's and a decision made as to whether they should be investigated. Bellamy's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

If appropriate, disclosers will be told how Bellamy's has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide disclosers with this information, and may not be possible unless contact details are provided when Speaking Up.

Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates. Investigations will generally be overseen by the General Counsel. Other people, including employees or external advisers, may also be asked to assist or run the investigation.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time, and will be given a chance to respond to the allegations made against them.

## 8 What happens after an investigation

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The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of Bellamy's. The outcome of any investigation will be reported to the Board in accordance with section 10 below.

Disclosers who Speak Up will be informed of the investigation outcome if appropriate. However, it may not always be appropriate to provide disclosers with this information. If appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. However, the formal report recording the results of an investigation will not be provided to a discloser or any other person subject to investigation.

Where an investigation identifies a breach of Bellamy's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

## 9 What protections exist

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This section outlines the policy on protecting those who Speak Up. The law also contains protections for disclosers, which are summarised in Attachment 1 below.

### 9.1 Protecting your identity

The priority at Bellamy's is to protect people who Speak Up. If you Speak Up, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed if:

- you give your consent to Bellamy's to disclose that information;
- the disclosure is allowed or required by law (for example, the disclosure by Bellamy's to a lawyer in order to get legal advice); or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.

## 9.2 Protecting you from detriment

No person may cause detriment to someone else (or threaten to do so) because of a belief that that person has, will or could Speak Up. Examples of detriment include:

- discrimination;
- damage to a person's reputation, property or financial position;
- harassment or intimidation;
- physical or psychological harm; or
- a demotion or dismissal.

You should tell a Recipient listed in section 4 above if you are concerned that you may be, are being, or have been subject to detrimental conduct. Bellamy's will treat this very seriously and it is a breach of this Policy.

Any person involved in detrimental conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. Bellamy's may refer any person that has caused detriment to someone else to law enforcement authorities for further investigation.

Bellamy's will at all times be able to raise and address with a discloser matters that arise in the ordinary course of their employment or engagement with Bellamy's (for example, any separate performance or misconduct concerns).

## 9.3 Other protections available

Bellamy's is committed to making sure that you do not suffer detriment because you Speak Up. The protections offered will be determined by Bellamy's and depend on things such as the Potential Misconduct and people involved. Protections may include the following, in Bellamy's discretion:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- a discloser who is a current or former employee may access the Bellamy's Employee Assistance Program and may also request additional support from Bellamy's (such as counselling or other support services); and/or
- rectifying any detriment that you have suffered.

Bellamy's will look for ways to support all people who Speak Up, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because Bellamy's cannot itself offer flexible workplace arrangements to a supplier), Bellamy's will still seek to offer as much support as practicable.

## 10 Reporting and auditing

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The Board will receive a summary of disclosures made under this Policy on an annual basis, including metrics on disclosures made. The Board will be provided additional information about any material incidents raised.

Recipients must consider if a disclosure or information that arises in responding to a disclosure triggers processes in Bellamy's Continuous Disclosure Policy. If so, that information must be dealt with in accordance with the Continuous Disclosure Policy.

A review of this Policy and related procedures will occur annually to check that it is operating effectively and to determine whether any changes are required to the Policy.

## 11 Availability of this Policy and training

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Bellamy's will seek to ensure that employees (including new employees) are informed about and understand this Policy. Each employee will receive a copy of this Policy and be provided with training about the policy and their rights and obligations under it. Key employees, including Recipients, will receive regular training, including in relation to how to respond to disclosures.

A copy of this Policy will also be available on Bellamy's website.

This Policy does not form part of any terms of employment and Bellamy's may change, apply or withdraw this Policy in its discretion.

Any questions about this Policy can be referred to Bellamy's General Counsel.

## 12 Speak Up Procedures

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### **Speak Up Register (section 5 above)**

A Speak Up Register should be maintained by the Recipients. For example, the following information should be included:

- date of the disclosure made;
- summary of the disclosure made / suspected breach;
- the discloser (including their relationship with Bellamy's, such as an employee, former employee or supplier, and their name/contact details if they have provided this information and consent to it being recorded on the register);
- details of the participants (i.e. any implicated parties); and
- at the conclusion of an investigation, the outcome of the investigation.

The Recipient should ask if the discloser consents to their name being recorded in the Register. This is because, where a disclosure is protected under law, disclosing their identity (by recording their name) may amount to an offence unless disclosure is authorised (which will be the case if they consent to their identity being disclosed). If the person makes a disclosure in writing (e.g. email or letter) and reveals their identity, the Recipient should contact the person and request consent from them at this time.

All information, documents, records and reports relating to the investigation of reported conduct will be confidentially stored and retained in an appropriate and secure manner.

### **Anonymous disclosers (section 6 above)**

Where a disclosure is made that is protected under law, the law regulates when the identity of a discloser, or information or information that is likely to lead to the identification of the discloser, can be revealed.

### **Responding to disclosures (section 7 above)**

The Recipients will determine:

- the processes for overseeing Bellamy's response to disclosures.
- whether a formal investigation is required, and if so, whether the dominant purpose of that investigation is to enable Bellamy's to obtain legal advice.
- when appropriate and subject to any confidentiality restrictions (see below), a person being investigated should be provided with details of the disclosure that involves them and be given an opportunity to respond. Any person being investigated should also be advised of the conclusion of the investigation and any action (if any) to be taken in relation to them.
- however, the identity of the discloser, and any information that was directly or indirectly obtained under this Policy that is likely to lead to the identification of the discloser, must not be provided to the person being investigated without the consent of the discloser.
- exceptions to this rule may exist in limited circumstances, however legal advice will be sought before relying on these exceptions as disclosing information about the identity of the discloser, where a disclosure is protected under law, may amount to an offence under the law.
- the Recipients shall protect the confidentiality of a discloser's identity wherever possible and as required by the law.
- the General Counsel will have access to external legal, financial and other advice, as required. The procedure may also specify when external lawyers must be engaged (e.g. for any investigations implicating the Board and any directors or Senior Executives (including the General Counsel)).
- investigations may require the review of documents or interviews. Where appropriate, any such activity will be overseen by the General Counsel or external lawyers for the purpose of providing Bellamy's with legal advice.

# Attachment 1: Protections provided by Australian law

## 1 When legislative protections may apply

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Under Australian law, legislative protections for Speaking Up are available to certain persons (including current and former employees and suppliers, as well as their relatives and dependants) who make a "protected disclosure" to certain people.

Bellamy's encourages you to Speak Up to a Recipient described under section 4 of the above Policy. However, the law offers the protections in other cases. For example, you can report potential misconduct to people other than the Recipients.

Details of those persons to whom a "protected disclosure" can be made are set out below in section 2 to this Attachment.

Further details of some specific protections and remedies available to those who make a "protected disclosure" are set out in section 3 to the Attachment.

If you make a "protected disclosure" that does not comply with the Policy, you will still be entitled to the legal protections under applicable Australian law.

Please contact Bellamy's General Counsel if you would like more information about the protections available under the law.

## 2 Protected disclosures

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To be a "protected disclosure" information must relate to "disclosable matters" and be made to "eligible" persons or organisations. Examples of this type of information and recipients are outlined in the following table:

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"><li>Information about misconduct, or an improper state of affairs or circumstances in relation to Bellamy's or a related body corporate.</li><li>Information that Bellamy's or any officer or employee of Bellamy's or a related body corporate has engaged in conduct that:<ul style="list-style-type: none"><li>contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li><li>represents a danger to the public or the financial system; or</li><li>constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.</li></ul></li></ul>	<ul style="list-style-type: none"><li>A person authorised by Bellamy's to receive protected disclosures – i.e. Recipients under this Policy.</li><li>An officer or senior manager of Bellamy's or of a related body corporate.</li><li>An auditor, or a member of an audit team conducting an audit, of Bellamy's or of a related body corporate.</li><li>An actuary of Bellamy's or of a related body corporate.</li><li>ASIC or APRA.</li><li>A legal practitioner for the purpose of obtaining legal advice or legal representation.</li></ul>

Note that "personal work-related grievances" are not protected disclosures under the law, except as noted below.

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- Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Bellamy's.
  - Commissioner of Taxation.
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- Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Bellamy's, which the employee considers may assist the eligible recipient to perform functions or duties in relation to the tax affairs of Bellamy's.
  - An auditor or a member of an audit team conducting an audit of Bellamy's.
  - A registered tax agent or BAS agent who provides tax services or BAS services to Bellamy's.
  - A director, secretary or senior manager of Bellamy's.
  - An employee or officer of Bellamy's who has functions or duties that relate to the tax affairs of Bellamy's.

The law also protects certain disclosures made in "emergency" situations and "public interest" situations, in which case disclosures can be made to additional recipients. Please contact the Company's General Counsel if you would like more information about emergency and public interest disclosures.

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance **will** remain protected if, in summary:

- it concerns detriment to you because you have or may be considering Speaking Up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a 'personal work related grievance' if it:

- has significant implications for Bellamy's (or any other entity regulated under the law) that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months' or more imprisonment under any other Commonwealth laws; or
- concerns conduct that represents a danger to the public or financial system.

### 3 Specific protections and remedies

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If you make a "protected disclosure", the law provides:

- you are not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure; and
- in some circumstances (e.g. if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Additional legislative protections and remedies may also be available, including but not limited to:

- compensation for any loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; or
- any other order the court thinks appropriate.